

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
425	ACP	E-mail and attachments	06/12/2002	Saks, Scott R.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.bus@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smock@northwestern.com linda.superales@northwestern.com	Schwiter, William F. Zupporo, Michael Pollock, Thomas R. Kline, Scott C. Tyas, Jonathan C. Hotte, Kara L.	NorthWestern Revised S-4 and SEC Response Letters
426	ACP	E-mail and attachments	06/19/2002	Bowentire, Joseph S.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.bus@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smock@northwestern.com linda.superales@northwestern.com pobrian@cdlp.com pmarks@dblp.com carends@deloitte.com	Schwiter, William F. Zupporo, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C. Tyas, Jonathan C.	NorthWestern S-4 and 10-K and CornerStone 10-K

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427	ACP	E-mail and attachments	07/03/2002	NVC Customer Service [John Tyas]	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobson@northwestern.com kipp.ornme@northwestern.com kurt.whitesel@northwestern.com mike.nienan@northwestern.com david.monaghan david.a.olson@us.andersen.com karen.sinnock@northwestern.com linda.superales@northwestern.com caren.ds@deloitte.com thomaspollack@paulhastings.com michael.zippone@paulhastings.com williamschwimer@paulhastings.com john.tyas@paulhastings.com scott.kline@paulhastings.com scott.saks@paulhastings.com joseph.boivin@paulhastings.com kiah.voth@paulhastings.com charles.patrizia@paulhastings.com kevin.conboy@paulhastings.com		Northwestern S-4 and 10-K

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428	ACP	E-mail and attachments	07/12/2002	NYC Customer Service [John Tyas]	dick.hylland@northwestern.com barbara.fornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.mcneighan@northwestern.com joylyn.Buus@northwestern.com david.a.clson@us.andersen.com karen.Smook@northwestern.com linda.Superales@northwestern.com carends@deloitte.com thomaspollack@paulhastings.com michaeltzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottline@paulhastings.com scottsaks@paulhastings.com klarahotte@paulhastings.com charlespatrizia@paulhastings.com kevincontoy@paulhastings.com josephopich@paulhastings.com scott.holton@us.pwcglobal.com		NorthWestern S-4 and 10-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
429	ACP	E-mail and attachments	07/12/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.bius@northwestern.com david.a.jolson@us.anderson.com karen.smook@northwestern.com linda.superales@northwestern.com carends@deloitte.com Pollock, Thomas R. Zuppone, Michael Schmitter, William F. Tyras, Jonathan C. Kline, Scott C. Saks, Scott R. Hottle, Kara L. Parizia, Charles A. Conboy, Kevin Opich, Joseph P. scott.nolton@us.pwcglobal.com	Lewis, Merle Jacobsen, Eric Hyland, Richard Whitesel, Kurt Pollock, Thomas R.	Audit Committee Material
430	ACP	E-mail and attachments	09/19/2002	Dewey, Irene	bernith@gliafirm.com iness@nistakola.com jenyj@cbo.gov Lewis, Merle Orme, Kipp	Jacobsen, Eric Hyland, Richard Whitesel, Kurt thomaspollock@paulrastring.com	NOI Audit Committee Conference Call - Friday, September 20, 2002, at 8:45 AM (CDT)
431							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
432	ACP	E-mail and attachment	03/15/2002	Dietrich, Alan	Lewis, Merle Bruce L. Smith (E-mail) Gary G. Drook (E-mail) Jerry W. Johnson (E-mail) John C. Charters (E-mail) Larry F. Ness (E-mail) Marilyn R. Seymann (E-mail) Lewis, Merle Randy G. Darcy (E-mail) Hylland, Richard	Orme, Kipp Jacobson, Eric Formash, Barbara irene.felner@affna.com diane.dutcher@genmills.com suzette@monairc.com cboud@firstdatakora.com	RE: Bond Offering/Proposed Financing Transaction
433	ACP	E-mail	03/20/2002	Kline, Scott C.	Buss, Joylynn Hylland, Richard Jacobson, Eric Orme, Kipp Young, Michael Whitesel, Kurt Dave Olson (E-mail) Dietrich, Alan Buss, Joylynn Hylland, Richard Jacobson, Eric Orme, Kipp Young, Michael Whitesel, Kurt Dave Olson (E-mail) Dietrich, Alan		RE: Form 10-K Draft
434	ACP	E-mail and attachment	03/21/2002	Buss, Joylynn	Hylland, Richard Jacobson, Eric Orme, Kipp Young, Michael Whitesel, Kurt scottkline@paulhastings.com Craig Arends (E-mail) Dave Olson (E-mail) Dietrich, Alan		Form 10-K Draft
435	ACP	E-mail and attachment	03/23/2002	Lewis, Merle	Dietrich, Alan	Formash, Barbara Hylland, Richard	FW: Special Audit Committee Telephonic Meeting

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
436	ACP	E-mail and attachment	04/06/2002	Schnum, Roger	Hyland, Richard Orme, Kipp Jacobson, Eric Evans, Liz	Orme, Kipp Lewis, Merle Hyland, Richard David Olson (E-mail) John C. Charters (E-mail) Jacobson, Eric scottdavis@paulhastings.com ericdavis@paulhastings.com	Draft 1stQ Forecast Release
437	ACP	E-mail and attachment	04/09/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobson, Eric Wyche, Paul Evans, Liz	Fornash, Barbara	Updated 1stQ Forecast News Release
438	ACP	E-mail and attachment	04/09/2002	Orme, Kipp	Jacobson, Eric Hyland, Richard		FW: Updated 1stQ Forecast News Release
439	ACP	E-mail and attachment	04/10/2002	Orme, Kipp	Hyland, Richard Jacobson, Eric Schnum, Roger	Evans, Liz Nieman, Michael L	FW: Updated 1stQ Forecast News Release
440	ACP	E-mail and attachment	04/10/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobson, Eric Hanson, Mike (CEO) Monaghan, David A Charters, John Walker, Jim Sargen, Greg Newell, Daniel Kennedy, Rob Wyche, Paul	Fornash, Barbara Evans, Liz	April 10 Update of 1stQ Forecast Release
441	ACP						
442	ACP	E-mail and attachments	04/11/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobson, Eric Wyche, Paul	Fornash, Barbara	April 11 Draft 1stQ Forecast Release

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	ACP	E-mail and attachment	04/19/2002	Wyche, Paul	Lewis, Marie Hyland, Richard Orme, Kipp Evans, Liz Jacobson, Eric	Schnur, Roger Formash, Barbara	First quarter earnings press release
443	ACP	E-mail and attachments	05/28/2002	Orme, Kipp	Lewis, Marie Hyland, Richard Jacobson, Eric		Financing plans
444	ACP	E-mail and attachment	05/28/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com eric.jacobson@northwestern.com kipp.orme@northwestern.com kurt.whitasel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylynn.bus@northwestern.com dawn.a.dexter@us.andersen.com	Saks, Scott R. Pollock, Thomas R. Kline, Scott C. Schwiter, William F. Zippone, Michael	Response to NOR comment letter
445							
446	ACP	E-mail and attachments	05/30/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.formash@northwestern.com eric.jacobson@northwestern.com kipp.orme@northwestern.com kurt.whitasel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylynn.bus@northwestern.com dawn.a.dexter@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Schwiter, William F. Zippone, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C.	Northwestern S-4 and 10-K

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
447	ACP	E-mail and attachments	06/22/2002	NYC Customer Service	dick.hylland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitless@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com jolylyn.buus@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottline@paulhastings.com josephbonventure@paulhastings.com kiahrotte@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		NorthWestern S-4 and 10-K



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448	ACP	E-mail and attachments	08/07/2002	NYC Customer Service	dck.hylland@northwestern.com barbara.foinash@northwestern.com eric.jacobsen@northwestern.com kipp.ornie@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.mcneighan@northwestern.com joylynn.buus@northwestern.com karen.smock@northwestern.com spolacek@deloitte.com daolson@deloitte.com jcofion@deloitte.com swickman@deloitte.com choffman@deloitte.com bhare@deloitte.com cearents@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottsak@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern S-4

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
449	ACP	E-mail and attachments	09/08/2002	NYC Customer Service	dick.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joelynn.bius@northwestern.com karen.smock@northwestern.com spolacek@deloitte.com deolson@deloitte.com jcoffman@deloitte.com swickman@deloitte.com cilhoffman@deloitte.com bthare thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottsakas@paulhastings.com charlespauzda@paulhastings.com kevinconboy@paulhastings.com		Northwestern S-4

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	08/09/2002	NYC Customer Service	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeyyn.buss@northwestern.com karen.smock@northwestern.com spolacek@deloitte.com davidson@deloitte.com jcoffon@deloitte.com svickman@deloitte.com clhoffman@deloitte.com bhare@deloitte.com czarens@deloitte.com thomaspollock@paulhasings.com michaelzupporne@paulhasings.com williamschwiter@paulhasings.com ionnyas@paulhasings.com scottseks@paulhasings.com charlespatrizia@paulhasings.com kevinconboy@paulhasings.com		Northwestern S-4
450	ACP	E-mail and attachments	08/09/2002	Orme, Kipp	Hyland, Richard Lewis, Merle	Pollock, Thomas R. Zupporne, Michael Dewey, Irene Fornash, Barbara	FW: 9 a.m. Requested Documents
451	ACP	E-mail and attachments	08/09/2002	Orme, Kipp	Hyland, Richard Lewis, Merle	Pollock, Thomas R. Zupporne, Michael Dewey, Irene Fornash, Barbara	9 a.m. Requested Documents
452	ACP	E-mail and attachment	08/09/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobsen, Eric Wychie, Paul		SEC Certification News Release
453							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
454	ACP	E-mail and attachments	08/10/2002	Fortnash, Barbara	Diethrich, Alan Whitesel, Kurt Nieman, Michael L Young, Michael	Lewis, Merle Hylland, Richard Jacobsen, Eric Orme, Kipp thomaspollock@paulhastings.com Dewey, Irene Smock, Karen bsmith@glawfirm.com Renden, Paula	Meetings for NOR 100 filing
455	ACP	E-mail and attachments	08/10/2002	Jon Tyras	dick.hylland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com jolynn.brus@northwestern.com karen.smock@northwestern.com spolacek@deloitte.com davidson@deloitte.com jcollon@deloitte.com swickman@deloitte.com choffman@deloitte.com bhare@deloitte.com ccarens@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitzer@paulhastings.com jontyras@paulhastings.com scottbaskis@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
456	ACP	E-mail and attachments	08/12/2002	NYC Customer Service	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.munaghan@northwestern.com joylynn.buus@northwestern.com karen.smock@northwestern.com spolacak@deloitte.com davidson@deloitte.com lcootton@deloitte.com swickman@deloitte.com choffman@deloitte.com bhare@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzupporo@paulhastings.com williamschwitzer@paulhastings.com portyras@paulhastings.com scotsakis@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	08/13/2002	Jon Tyas	dck.hyland@northwestern.com barbara.fofnash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.mcrae@northwestern.com joylyn.bus@northwestern.com karan.smook@northwestern.com spolacek@deloitte.com davidson@deloitte.com jcooton@deloitte.com swickman@deloitte.com chhofman@deloitte.com bhare@deloitte.com carencs@deloitte.com thomaspollock@paulhastings.com michaeldzuppone@paulhastings.com williamschwitzer@paulhastings.com iontyas@paulhastings.com scottseks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com Paula.randen@northwestern.com	Scottline@paulhastings.com scott.notton@us.pwcglobal.com	Northwestern Form S-4
457	ACP	E-mail and attachment	08/14/2002	Jacobsen, Eric	Wyche, Paul thomaspollock@paulhastings.com	Orme, Kipp Lewis, Merle Hyland, Richard	RE: SEC certification press release
458	ACP	E-mail and attachment	08/14/2002	Orme, Kipp	bsmith@glawfirm.com hess@firstdakota.com jeffh@adl.com lionel.bassett@pepsi.com	Dewey, Irene Smook, Karen pichter@glawfirm.com cboud@firstdakota.com debbie.bassett@pepsi.com Jacobsen, Eric Hyland, Richard Lewis, Merle	Memorandum re: Class B Common Stock of Blue Dot Services Inc. and ExpalNet, Inc.
459							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
460	ACP	E-mail and attachments	08/16/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.kornash@northwestern.com eric.jacobson@northwestern.com kipp.ome@northwestern.com kurt.whitesel@northwestern.com mtke.niemann@northwestern.com travis.gloras@northwestern.com karen.smook@northwestern.com paula.randen@northwestern.com spolacek@deloitte.com dardlean@deloitte.com chroffman@deloitte.com carends@deloitte.com Pollock, Thomas R. Zupporo, Michael Schwitter, William F. Tyras, Jonathan C. Saks, Scott R. Kline, Scott C. Patriza, Charles A. Canboy, Kevin Opich, Joseph P.		Northwestern S-4 - Amendment No. 2
461	ACP	E-mail	08/01/2002	Hyland, Richard	Jacobson, Eric		RE: Additional comment letter
	ACP	E-mail	07/27/2001	Thaden, Rogene	Lewis, Marie Hyland, Richard Newell, Daniel Jacobson, Eric Wycha, Paul Walker, Jim	Ome, Kipp Schrum, Roger Younger, Christopher J Young, Michael Fornash, Barbara	2nd Qtr Earnings Release Draft - For Comments
462	ACP	E-mail	04/24/2000	Alan D Dietrich	Eric Jacobson		Audit Committee Questions - Cornerstone Quarterly Review
463	ACP	E-mail	12/23/2002	Jacobson, Eric	Ome, Kipp Hyland, Richard Niemann, Michael L.		RE: Board Materials (Strictly Confidential)
464							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
465	ACP	E-mail	01/21/2002	Altorelli, John J.	craig.r.arends@us.andersen.com down.a.dexter@us.andersen.com	eric.jacobsen@northwestern.com mike.nieman@northwestern.com kippp.orne@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zippone, Michael Saks, Scott R. Tyas, Jonathan C.	RE: CornerStone significance test conclusion
466	ACP	E-mail	01/22/2002	Altorelli, John J.	craig.r.arends@us.andersen.com Altorelli, John J.	eric.jacobsen@northwestern.com mike.nieman@northwestern.com kippp.orne@northwestern.com down.a.dexter@us.andersen.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kippp.orne@northwestern.com down.a.dexter@us.andersen.com	RE: CornerStone significance test conclusion
467	ACP	E-mail	01/31/2001	Jacobsen, Eric	Wyche, Paul	Hanson, Mike (CEO) Anderson Bachman, Susan	SB 243
468	ACP	E-mail	03/05/2001	Patrizia, Charles A.	Voytek, Michael Irving, Euclid A.	eric.jacobsen@northwestern.com susan.anderson_bachman@northwestern.com	NOH/Flyfish -- MTP revised draft proxy.
469	ACP	E-mail	11/20/2002	Jacobsen, Eric	Korapp, Tom Thomas (Tom) R. Pollock (E-mail)	Orme, Kipp	Fiat Closing
470	ACP	E-mail	11/20/2002	Korapp, Tom	thomaspollock@paulhastings.com Euclid A. Irving (E-mail) James McCarrick (E-mail) omtsachs@paulhastings.com Michael Voytek (E-mail) nicolegerard@paulhastings.com Schnum, Roger	Jacobsen, Eric Orme, Kipp Hanson, Mike (CEO) Monsaghan, David A. Lopach, Dennis william.greene@leonard.com Stan Kaleczyc (E-mail) Kim Beatty (E-mail) Leo Berry (E-mail) Patrizia, Charles	Going Fiat
471	ACP	E-mail and attachment	03/09/2001	Jacobsen, Eric	Charles Patrizia (E-mail) Jamie Welch (E-mail)	Hanson, Mike (CEO) Hyland, Richard Newell, Daniel Young, Michael Ahmad Masud (E-mail)	MPC Meeting
472	ACP	E-mail	11/06/2002	Young, Michael	Hanson, Mike (CEO)	Jacobsen, Eric	Milltown Timing Update



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	ACP	E-mail	12/28/2001	Thompson, Mark	Magie, Scott Jacobsen, Eric Coulomb, Lionel Young, Michael	Hanson, Mike (CEO)	RE: OF Mitigation Plan
474	ACP	E-mail	12/29/2001	Coulomb, Lionel	Thompson, Mark Magie, Scott Jacobsen, Eric Young, Michael	Hanson, Mike (CEO)	RE: OF Mitigation Plan
475	ACP	E-mail	02/08/2002	Zuppone, Michael	eric.jacobsen@northwestern.com	Pollock, Thomas R. Irving, Euclid A.	FW: QUIPS Update
476	ACP	E-mail	02/08/2002	Zuppone, Michael	Pollock, Thomas R. Irving, Euclid A. bm.atkinson@expanets.com	Pollock, Thomas R. Irving, Euclid A. Roberts, Lisa E.	FW: QUIPS Update
477	ACP	E-mail	04/05/2002	Dietrich, Alan	bm.atkinson@expanets.com	Jacobsen, Eric Orme, Kipp	QUIPS Update
478	ACP	E-mail	06/12/2002	Brown, James E.	eric.jacobsen (E-mail)	Jacobsen, Eric	Expanets Annual Meeting
479	ACP	E-mail	07/08/2002	Saks, Scott R.	eric.jacobsen@northwestern.com kipp.orne@northwestern.com	Mark Snider (E-mail) Zuppone, Michael Pollock, Thomas R. Kline, Scott C.	FW: SEC Matters Northwestern Energy LLC Reporting Obligations Memo
480	ACP	E-mail	07/17/2002	Saks, Scott R.	eric.jacobsen@northwestern.com Kurt.Wholesel@northwestern.com	kipp.orne@northwestern.com	Northwestern Energy LLC
481	ACP	E-mail	08/29/2002	Knaap, Tom	Dietrich, Alan	Jacobsen, Eric Orme, Kipp	FW: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
482	ACP	E-mail	09/11/2002	Nieman, Michael L	Nolander, Jan VanCamp, John	Jacobsen, Eric Orme, Kipp	DRAFT LLC statements
483	ACP	E-mail	11/11/2002	Young, Michael	Hanson, Mike (CEO) Jacobsen, Eric	lgates@enrllc.com twilliams@enrllc.com	RE: Summary of Midtown Meeting in Denver - October 29-30, 2002
484	ACP	E-mail and attachments	02/01/2003	Drook, Gary	Jacobsen, Eric		FW: New BOD Item - Executive Performance
485	ACP	E-mail	02/14/2003	Young, Michael	Jacobsen, Eric Hanson, Mike (CEO)		Final Northwestern FERCO Subpoena Responses
486	ACP	E-mail	11/09/2002	Jacobsen, Eric	Orme, Kipp	Thomas (Tom) R. Pollock (E-mail)	Disclosure Comm & Sarbanes Oxley
487	ACP	E-mail	11/09/2002	Orme, Kipp	Bruce Smith, Gary Drook, Hyland, Richard, Jerry Johnson, Larry Ness, Lewis, Marie, Marilyn Seymann, Randy Darcy	Jacobsen, Eric, Smoock, Karen, Candy Boud, Diane Dutcher, Irene Fallner, Peg Richter, Suzette Burton, Fomash, Barbara, Dewey, Irene, Whitesel, Kurt	9/30/02 10Q Sarbanes-Oxley Compliance
488							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
489	ACP	E-mail and attachments	11/12/2002	Garnard, Nicole	Karen smook@northwestern.com	Pollock, Thomas R. eric.jacobsen@northwestern.com	RE: NOR - Memos and Certifications to Disclosure Committee and Sub-Committees
490	ACP	E-mail and attachments	11/21/2002	Orme, Kipp	Jacobsen, Eric Fortnash, Barbara Bruce I. Smith (E-mail) Gary G. Drook (E-mail) Hyland, Richard Jerry Johnson Jerry W. Johnson (E-mail) Larry F. Ness (E-mail) Lewis, Merle Marilyn R. Seymann (E-mail) Randy Darcy (E-mail) Thomas (Tom) R. Pollock (E-mail)	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
491	ACP	E-mail	12/04/2002	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
492	ACP	E-mail	12/10/2002	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
493	ACP	E-mail	12/10/2002	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
494	ACP	E-mail	12/12/2002	Orme, Kipp	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
495	ACP	E-mail	03/25/1999	Alan D. Dietrich	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
496	ACP	E-mail	09/05/2002	Jacobsen, Eric	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
497	ACP/WFP	E-mail and attachment	09/05/2002	Jacobsen, Eric	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
498	ACP	E-mail	03/16/2001	Patrizia, Charles A.	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
499	ACP	E-mail	03/16/2001	Patrizia, Charles A.	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed
500	ACP	E-mail	03/16/2001	Irving, Euclid A.	Jacobsen, Eric	Buron, Suzette Dewey, Irene Dutcher, Diane Fellner, Irene Richter, Peg Orme, Kipp	Disclosure Considerations Wed, 12-4-02 NOR BOD Meeting Postponed

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
501	ACP	E-mail and attachment	03/27/2001	Patrizia, Charles A.	Young, Michael; Patrizia, Charles A.; Jacobsen, Eric	Burs, Joylynn	RE: SEC filings related to Flyish Agreement and Expenses
502	ACP	E-mail and attachment	11/20/2002	Jacobsen, Eric	Eucild A. Iving		FW: Revised draft
503	ACP	E-mail	11/20/2002	Jacobsen, Eric	Schrump, Roger	Orme, Kipp	FW: Going Flat
504	ACP	E-mail and attachment	11/21/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock; Jonathan (Jon) C. Tyas; Kevin Conboy		FW: DRAFT Information Memorandum
505	ACP	E-mail	11/21/2002	Jacobsen, Eric	William (Bill) F. Schwilke; Thomas (Tom) R. Pollock		FW: Disclosure Considerations
506	ACP	E-mail and attachment	11/22/2002	Jacobsen, Eric	Knappe, Tom; Orme, Kipp	thomaspollock@paulhastings.com	RE: D&T Letter
507	ACP	E-mail and attachment	11/23/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock; Kevin Conboy		FW: NOR \$300mm sr secured credit facility
508	ACP	E-mail and attachment	11/23/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock		FW: NW Commitment Letter (See Notice Below)
509	ACP	E-mail and attachments	11/27/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock		
510	ACP	E-mail and attachments	11/27/2002	Jacobsen, Eric	Atkinson, Tim; Michael G. Taylor; Scott M. Flicker	Charters, John; Hyland, Richard; Orme, Kipp; Fresia, Rick; Thomas (Tom) R. Pollock; Mark Weitz	Avaya Issues
511	ACP	E-mail and attachments	12/09/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock	Hyland, Richard; Orme, Kipp; Schrump, Roger	PR Release
512	ACP	E-mail	12/12/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock		FW: Confidential Drafts 7 p.m. 12/11 Fourth Quarter Update Releases
513	ACP	E-mail	12/12/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock		FW: Expenses AIR Movement
514	ACP	E-mail	12/13/2002	Jacobsen, Eric	Pollock, Thomas R.; Patrizia, Charles; Conboy, Kevin; Orme, Kipp	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	RE: CSFB
515	ACP	E-mail	12/13/2002	Jacobsen, Eric	Patrizia, Charles; Pollock, Thomas R.; Conboy, Kevin; Orme, Kipp	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	RE: CSFB
516	ACP	E-mail	12/13/2002	Jacobsen, Eric	Conboy, Kevin; Pollock, Thomas R.; Patrizia, Charles; Orme, Kipp	Kahn, Marguerite R.; Schwartz, Melissa C.; Tyas, Jonathan C.	RE: CSFB
517	ACP	E-mail	12/13/2002	Jacobsen, Eric	Schwartz, Melissa C.; Orme, Kipp; Dietrich, Alan; Nieman, Michael L.	Conboy, Kevin; Pollock, Thomas R.; Patrizia, Charles; Tyas, Jonathan C.; Knappe, Tom; Young, Michael	RE: CSFB CREDIT AGREEMENT - Draft Schedules
518	ACP	E-mail and attachment	12/16/2002	Jacobsen, Eric	Hong, Jennifer L. Dietrich, Alan	Pollock, Thomas R.	RE: Revised MPSC Application
519	ACP	E-mail and attachment	12/16/2002	Jacobsen, Eric	Harrison, Mike (CEO)	Lopach, Dennis; Corcoran, Patrick R; Monaghan, David A	FMB Application

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
520	ACP	E-mail and attachments	12/16/2002	Jacobson, Eric	Smook, Karen		FW: Confidential Information Memorandum
521	ACP	E-mail and attachments	12/18/2002	Jacobson, Eric	Smook, Karen		FW: Updated MPSC Application
522	ACP	E-mail	12/18/2002	Jacobson, Eric	Patrizia, Charles Conboy, Kevin	Pollock, Thomas R. Schwartz, Melissa C.	RE: NORTHWESTERN
523	ACP	E-mail and attachment	12/20/2002	Jacobson, Eric	Hanson, Mike (CEO) Hong, Jennifer L.	Lopach, Dennis Corcoran, Patrick R. Dietrich, Alan	RE: Updated MPSC Application
524	ACP	E-mail and attachment	12/20/2002	Jacobson, Eric	Hong, Jennifer L.; Dietrich, Alan; Lopach, Dennis; Corcoran, Patrick R.; Hanson, Mike	Pollock, Thomas R. Patrizia, Charles Kline, Scott C.	RE: Updated MPSC Application
525	ACP	E-mail and attachment	12/23/2002	Jacobson, Eric	Gregory (Greg) M. Owens		FW: Revised MPSC Application
526	ACP	E-mail and attachments	02/03/2003	Jacobson, Eric	Kevin Conboy; Melissa Schwartz	Orme, Kipp	FW: Northwestern - Side Letter regarding Compliance with MPSC Order
527	ACP	E-mail and attachment	02/10/2003	Jacobson, Eric	Orme, Kipp; Jonathan (Jon) C. Tyas		FW: Draft of B-K for closing
528	ACP	E-mail and attachment	02/14/2003	Jacobson, Eric	Thomas (Tom) R. Pollock	Drook, Gary	Expanets
529	ACP/AWP	E-mail and attachments	02/14/2003	Jacobson, Eric	Young, Michael		FW: Markup to latest draft of 10-K
530	ACP	E-mail and attachments	05/10/2003	Snella, Mary	Jacobson, Eric Snella, Mary	Drook, Gary Thomas (Tom) R. Pollock (E-mail) John (Jack) A. Reding (E-mail) Michael L. Zappone (E-mail)	ATTORNEY-CLIENT COMMUNICATION RE: White Paper
531	ACP	E-mail and attachments	06/07/2002	Young, Michael	ew@nrocke@pplweb.com dbk@nrocke@pplweb.com	pat@hampagne@pplweb.com jdcook@pplweb.com Cashell, Michael R. Donaldson, Marc E. Coulomb, Lionel Evars, Paul michaelvoylek@paulhastings.com Thompson, Mark	Coldship Transmission Sale Agreement Draft
532	ACP	E-mail and attachments	03/15/2003	Orme, Kipp	Whiteseel, Kurt Jacobson, Eric Roof, Becky	Klewer, Kendall	RE: January 2003 Expanets DCF

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachment	04/10/2003	Kiewer, Kendall	Orme, Kipp; Whitesel, Kurt; Roof, Becky; Craig Arends; Steve Polacek; Jacobsen, Eric; scottline@paulhastings.com; johndelagrotta@paulhastings.com; blane@gbsondunn.com; jdickey@gbsondunn.com		NOH 9-30-02 10-01A draft
533	ACP	E-mail and attachments	05/11/2003	Zuppone, Michael	Reding, John A.; Sullivan, William F.; Barcelona, E. Lawrence; Drook, Gary; Jacobsen, Eric; Pollock, Thomas R.; Della Grotta, John F.		Discussion with Anne Romero
534	ACP	E-mail	03/08/2003	Younger, Chris	Tyras, Jonathan C.	Jacobsen, Eric Atkinson, Tim Drook, Gary Charles, John	RE: Revised draft of Form 10-K
535	ACP	E-mail and attachments	03/12/2003	Orme, Kipp	Tyras, Jonathan C. Kline, Scott C.	Kiewer, Kendall Whitesel, Kurt Jacobsen, Eric Roof, Becky	FW: 100A support info.
536	ACP	E-mail and attachment	05/09/2003	Zuppone, Michael	Pollock, Thomas R.; Jacobsen, Eric; Sullivan, William F.; Barcelona, E. Lawrence; Reding, John A.; Drook, Gary; Della Grotta, John F.		RE: NOR/SEC MATTERS - Agenda of Topics with SEC
537	ACP/AWP	E-mail and attachments	04/04/2003	Rappaport, Jennifer L.	Drook, Gary; Jacobsen, Eric; Larry F. Ness; Jerry W. Johnson Ph. D.; Jennifer Jaurrott; elliot@rf.com; Reding, John A.; Sullivan, William F.	Pollock, Thomas R. Rappaport, Jennifer L. Sutton, Keith M.	Confidential and Privileged--Attorney Work Product
538	ACP	E-mail	05/08/2003	Pollock, Thomas R.	Reding, John A. Zuppone, Michael Sullivan, William F.	Drook, Gary; Jacobsen, Eric; Schum, Roger; rmesd@gawmarderson.com; Tyras, Jonathan C.; elliot@rf.com	May 8 8-K.doc
539	ACP	E-mail and attachments	11/09/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Drook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy; Jacobsen, Eric; Dietrich, Alan; Hanson, Mike; Monaghan, David A.; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Smook, Karen Candy Boub Diane Dutcher Irene Felner Peg Richter Suzette Buron Fornash, Barbara Dewey, Irene	NorthWestern 3rd Quarter 10Q Working Draft
540							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	04/06/2003	Kline, Scott C.	Orme, Kipp; Jacobsen, Eric; Charters, John; Attkisson, Tim; Fresia, Rick; Clark, Lonnie; Hanson, Mike (CEO); Young, Michael; Monaghan, David A.; Newell, Daniel; Kennedy, Robt. Roark, Teri; Whitesel, Kurt; Giese, Deborah; Kiewer, Kendall; Foss, Chris; Dietrich, Alan; Schrum, Roger; Snella, Mary; Younger, Chris; Nieman, Michael L.	Drook, Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland, Richard; Roof, Becky; Smook, Karen; Snider, Mark; Devos, Michael; Ng, Emille; Vesco, Elaine A.; Rauson, Dan; Kaufman, Curt; Lydic, Tammy; Pollock, Thomas R.; Della Grotta, John F.; Zuppone, Michael; Morrow, Donald L.; Reding, John A.; Rushton, Lisa K.; Hong, Jennifer L.; Patrizia, Charles; Conboy, Kevin; Feldstein, Hydee R.; Austin, Jesse; Barrella, E. Lawrence; Schwartz, Melissa C.; Polacek, Steven L.; Arends, Craig; Cotton, Jeff; Hare, Brett; Hoffman, Cliff; Tyas, Jonathan C.	April 5 Revised draft of Form 10-K
541	ACP	E-mail and attachments	04/04/2003	Kline, Scott C.	Jacobsen, Eric	Della Grotta, John F. Pollock, Thomas R. Tyas, Jonathan C.	NOR Item 14
542	ACP	E-mail and attachments	04/08/2003	Krapp, Tom	carens@deloitte.com sturnberl@deloitte.com	Whitesel, Kurt Jacobsen, Eric	Audit Letters
543	ACP	E-mail and attachments	04/01/2003	Orme, Kipp	Jacobsen, Eric		FW:
544	ACP/AWP	E-mail and attachments	04/09/2003	Attkisson, Tim	Jacobsen, Eric Orme, Kipp Whitesel, Kurt Kiewer, Kendall	Fresia, Rick Clark, Lonnie Charters, John Younger, Chris Snella, Mary	MEMORANDUM
545	ACP	E-mail and attachment	05/20/2003	Zuppone, Michael	Jacobsen, Eric		Attorney Client Communication



Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	02/26/2003	Griesa, Deborah	Whitessel, Kurt Clark, Lonnie Roark, Teri Waiman, Kristi Vesco, Elaine A	Orme, Kipp Kennedy, Rob Fresia, Rick Kliwer, Kendall Lail, Crystal Foss, Steve jontyras@paulhastings.com suntumbert@deloitte.com Moraghan, David A Schunn, Roger Lydic, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4 - 022503 w/o passwords
547					jontyras@paulhastings.com		FW:
548	ACP	E-mail and attachments	02/11/2003	Kliwer, Kendall			FW:
549	ACP	E-mail and attachments	10/23/2002	Knapp, Tom	Lewis, Marie Jacobson, Eric		Board of Directors Resolution
	ACP	E-mail	12/04/2002	Jacobson, Eric	Forinash, Barbara; Bruce I. Smith; Gary G. Drock; Hyland, Richard; Jerry Johnson; Jerry W. Johnson; Larry F. Ness; Lewis, Marie; Marilyn R. Seymann; Randy Darcy; Thomas (Tom) R. Pollock	Buron, Suzette; Dewey, Irene; Dutcher, Diane; Felner, Irene; Richter, Peg; Orme, Kipp	Wed, 12-4-02 NOR BOD Meeting Postponed
550							
	ACP/AWP	E-mail	12/10/2002	Jacobson, Eric	Bruce I. Smith (E-mail) Jerry W. Johnson (E-mail) Larry F. Ness (E-mail)	Gary G. Drock (E-mail) Randy G. Darcy (E-mail) Marilyn R. Seymann (E-mail) Lewis, Marie Hyland, Richard Orme, Kipp Thomas (Tom) R. Pollock (E-mail)	Audit Comm. Review of Expense Issues
551							
	ACP	E-mail and attachments	08/09/2002	Orme, Kipp	Hyland, Richard Lewis, Marie	Pollock, Thomas R. Zuppone, Michael Dewey, Irene Forinash, Barbara	FW: 9 a.m. Requested Documents
552							
	ACP	E-mail and attachments	08/10/2002	Orme, Kipp	Pollock, Thomas R.	Lewis, Marie Jacobson, Eric	FW: SEC Certification News Release
553							
	ACP	E-mail and attachments	10/02/2002	Whitessel, Kurt	Lewis, Marie	Jacobson, Eric	FW: Memo Re Section 302 Certification reflecting comments from Nicole Gerard [PHJW meim]
554							
	ACP	E-mail and attachments	11/08/2002	Jacobson, Eric	Dietrich, Alan		FW: NOR - Marie's Certifications
555							
	ACP	E-mail	05/25/2002	Hyland, Richard	Lewis, Marie		FW: NorthWestern Corporation Form S-4 reflecting comments from Jon Tyras [PHJW draft of SEC letter]
556							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
557	ACP	E-mail and attachments	05/29/2002	Hyland, Richard	Orme, Kipp Jacobsen, Eric		FW: Response to NOR comment letter [John Tyas]
	ACP	E-mail and attachment	09/18/2002	Orme, Kipp	Hyland, Richard Lewis, Merle Schrum, Roger Wych, Paul		FW: Exchange Offer [John Tyas email]
558	ACP	E-mail and attachments	11/19/2002	Orme, Kipp	Lewis, Merle	Dewey, Irene	FW: Northwestern 10-Q/A [John Tyas edits on 10Q]
559	ACP	E-mail and attachments	08/14/2002	Orme, Kipp	Whitesel, Kurt Nieman, Michael L Newell, Daniel		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expansys, Inc. [PHJW comments]
560	ACP	E-mail and attachment	02/10/2000	Alan D Dietrich	Eric Jacobsen Kipp Orme Daniel K Newell		Re: Audit Comm Minutes
561	ACP	E-mail	08/07/2001	craig.r.arends@us.andersen.com	scottsaks@paulhastings.com	mike.nieman@northwestern.com	Re: Rule 3-05
562	ACP	E-mail	02/09/2002	Orme, Kipp	Saks, Scott R.	Schwartz, William F. Tyas, Jonathan C. david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com mike.nieman@northwestern.com Jacobsen, Eric Whitesel, Kurt Nieman, Michael L Baus, Joylynn Evans, Liz Monaghan, David A. craig.r.arends@us.andersen.com	RE: Northwestern Offering Circular
563	ACP	E-mail	07/09/2002	Baus, Joylynn	Tyas, Jonathan C. Whitesel, Kurt Nieman, Michael L david.a.olson@us.andersen.com carends@deloitte.com	Saks, Scott R. Holtz, Kara L.	Open S-4 Items
564	ACP	E-mail	07/11/2002	david.a.olson@us.andersen.com	ScottSaks@paulhastings.com	JonTyas@paulhastings.com mike.nieman@northwestern.com carends@deloitte.com kurt.whitesel@northwestern.com	Re: SEC Comment Response Letters
565	ACP	E-mail	08/07/2002	Nieman, Michael L	Jacobsen, Eric Orme, Kipp Whitesel, Kurt		RE: Northwestern S-4 [PHJW comments]
566	ACP	E-mail					



Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
567	ACP	E-mail	09/06/2002	Tyras, Jonathan C.	eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com kevan.srnock@northwestern.com paula.randen@northwestern.com Schwitzer, William F. Pollock, Thomas R. Saks, Scott R. Zuppone, Michael carends@deloitte.com spolacek@deloitte.com davidson@deloitte.com chroffman@deloitte.com		FW: NorthWestern Corporation
568	ACP	E-mail	09/06/2002	Tyras, Jonathan C.	eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Patrizia, Charles A. Saks, Scott R. Kline, Scott C. chroffman@deloitte.com spolacek@deloitte.com davidson@deloitte.com carends@deloitte.com	Pollock, Thomas R. Patrizia, Charles A. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Pellegrino, Jeffrey	Exchange Offer
569	ACP	E-mail	01/14/2002	Schwartz, Melissa C.	Nieman, Michael L	Orme, Kipp Jacobson, Eric Conboy, Kevin	RE: Schedules
570	ACP	E-mail	11/04/2002	Orme, Kipp	Kevinconboy@paulhastings.com	Nieman, Michael L	RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
571	ACP	E-mail					

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
572	ACP	E-mail	12/18/2002	Nieman, Michael L	Orme, Kipp Reiner Boehning (E-mail)	Jacobson, Eric kevinconboy@paulhastings.com	Pro formas and compliance calculations for Closing [email chain from PHJW]
573	ACP	E-mail	12/23/2002	Jacobson, Eric	Orme, Kipp Hyland, Richard Nieman, Michael L		RE: Board Materials (Strictly Confidential)
574	ACP	E-mail	12/19/2002	Nieman, Michael L	kevinconboy@paulhastings.com melissaschwartz@paulhastings.com		FW: FW: NW 2002 - Form of Compliance Certificate (See Notice Below)
575	ACP	E-mail	02/07/2003	Nieman, Michael L	Berger, James E. (Paul Hastings atty)		RE: NOR Investment in Exports
	ACP	E-mail and attachment	03/12/2002	Kline, Scott C.	Michael Young, joylynn.buss@northwestern.com; Orme, Kipp; Jacobson, Eric; Nieman, Michael L	Pollock, Thomas R. Davis, G. Eric	Northwestern 10-K and Proxy
576	ACP	E-mail	03/20/2002	Kline, Scott C.	Buss, Joylynn; Hyland, Richard; Jacobson, Eric Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
577	ACP	E-mail and attachment	04/22/2002	Dietrich, Alan	Charles Patriza (E-mail)	Jacobson, Eric Orme, Kipp	FW: NW Application for Securities Approval - 2002 v2.DOC
578	ACP	E-mail and attachment	05/09/2002	Jacobson, Eric	Buss, Joylynn; Orme, Kipp; Nieman, Michael L; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek	Thomas (Tom) R. Pollock; Scott R. Saks	RE: NW 10-Q Draft
579	ACP	E-mail and attachments	05/10/2002	Saks, Scott R.	kipp.orme@northwestern.com joylynn.buss@northwestern.com	Pollock, Thomas R.	Northwestern 10-Q
580	ACP	E-mail	05/20/2002	Kline, Scott C.	Whitesel, Kurt Moraghan, David A	Jacobson, Eric Buss, Joylynn Nieman, Michael L Orme, Kipp	RE: Northwestern Energy LLC Form 10-Q - 5/19/02 draft
581	ACP	E-mail	05/25/2002	Whitesel, Kurt	Nieman, Michael L; Moraghan, David A; Buss, Joylynn; david.a.olson@us.andersen.com; Kennedy, Rob; Fresta, Rick	Orme, Kipp; Whitesel, Kurt	FW: Northwestern Corporation Form S-4
582	ACP	E-mail	05/31/2002	Kline, Scott C.	Saks, Scott R.; kipp.orme@northwestern.com; eric.jacobson@northwestern.com; Kurt Whitesel@northwestern.com; mike.nieman@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com	Pollock, Thomas R. Schwiter, William F. Zappone, Michael Tyras, Jonathan C.	RE: Northwestern - Response to SEC
583							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
584	ACP	E-mail and attachments	06/12/2002	Saks, Scott R.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesal@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.baus@northwestern.com dawn.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Schwitzer, William F. Zuppone, Michael Pollock, Thomas R. Kline, Scott C. Tyas, Jonathan C. Hottel, Kara L.	NorthWestern Revised S-4 and SEC Response Letters
585	ACP	E-mail and attachments	07/09/2002	Dietrich, Alan	Jacobson, Eric		FW: 10K/A for NorthWestern Energy
586	ACP	E-mail and attachments	07/12/2002	Tyas, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesal@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylynn.baus@northwestern.com dawn.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com carands@deloitte.com Pollock, Thomas R.; Zuppone, Michael; Schwitzer, William F.; Tyas, Jonathan C.; Kline, Scott C.; Saks, Scott R.; Hottel, Kara L.; Patricia, Charles A.; Corboy, Kevin; Opich, Joseph P.; scott.holtan@us.pwcglobal.com		RE: NorthWestern S-4 and 10-K
587	ACP	E-mail	07/16/2002	Hanson, Mike (CEO)	Orme, Kipp		FW: Milltown Registration Statement Disclosure reflecting comments by Michael Young
588	ACP	E-mail	07/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zuppone, Michael	Pollock, Thomas R.; Kline, Scott C.; Jacobsen, Eric; Whitesal, Kurt; Niemann, Michael L; Monaghan, David A.	RE: NorthWestern Energy LLC Reporting Obligations Memo
589	ACP	E-mail and attachments	07/17/2002	Saks, Scott R.	eric.jacobsen@northwestern.com kurt.whitesal@northwestern.com	kipp.orne@northwestern.com	NorthWestern Energy LLC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
590	ACP	E-mail and attachment	08/09/2002	Pollock, Thomas R.	merle.lewis@northwestern.com kipp.orne@northwestern.com	Zuppone, Michael	MacPac 8.0 Normal template
591	ACP	E-mail	08/09/2002	Pollock, Thomas R.	kipp.orne@northwestern.com		FW: NorthWestern Combined Meeting Agenda (8/13/02)
592	ACP	E-mail	08/12/2002	Saks, Scott R.	kipp.orne@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com spolacek@deloitte.com davidson@deloitte.com carends@deloitte.com	Tyras, Jonathan C.	NorthWestern SEC Response Memo
593	ACP	E-mail	08/13/2002	Pollock, Thomas R.	Smook, Karen	Lewis, Merle Orme, Kipp Jacobsen, Eric Whitesel, Kurt Fortnaah, Barbara	RE: Responses to NOR 10-Q Due Diligence Checklist(s)
594	ACP	E-mail and attachments	08/13/2002	Saks, Scott R.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com chhoffman@deloitte.com spolacek@deloitte.com davidson@deloitte.com carends@deloitte.com	Tyras, Jonathan C. Pollock, Thomas R.	NorthWestern SEC Response Memo
595	ACP	E-mail and attachment	08/14/2002	Jacobsen, Eric	Wyche, Paul thomaspollock@paulhasings.com	Orme, Kipp Lewis, Merle Hyland, Richard	RE: SEC certification press release
596	ACP	E-mail and attachment	08/16/2002	Gioras, Travis	Niemann, Michael L Jonathan (Jon) C. Tyras (E-mail) Scott R. Saks (E-mail) Craig R. Arends (E-mail)	Orme, Kipp Whitesel, Kurt	All Other Revenue Breakdown
597	ACP	E-mail and attachments	08/16/2002	Gerrard, Nicole	kastano@nspah.com nor@cavallocapital.com crautl@gibsondunn.com thart@gibsondunn.com jlayne@gibsondunn.com jmdoney@gibsondunn.com ac@cappellocorp.com jg@cappellocorp.com rd@cappellocorp.com	kipp.orne@northwestern.com eric.jacobsen@northwestern.com Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Saks, Scott R. Tyras, Jonathan C.	NOR - Securities Purchase Agreement

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	08/19/2002	Kasiri, David M.	thomaspollock@paulhastings.com Gerard, Nicole thart@gbscdunn.com Rob Deutschman kipp.orne@northwestern.com	mor@cavallcapital.com Cohen, Eric L. Azulay, Sharon	NOR
598	ACP	E-mail and attachments	08/30/2002	Coit, Kathy	eric.jacobson@northwestern.com; kipp.orne@northwestern.com	Irving, Euclid A.; Pollock, Thomas R.; Voytek, Michael; Saks, Scott R.; Tyas, Jonathan C.; Schwartz, Melissa C.	Going Fiat Under the Credit Agreement*
599	ACP/AWP	E-mail and Attachment	08/30/2002	Schrum, Roger	Orme, Kipp Jacobson, Eric Wyché, Paul	scottkline@paulhastings.com	S-4 News Release
600	ACP	E-mail	09/09/2002	Pollock, Thomas R.	eric.jacobson@northwestern.com kipp.orne@northwestern.com		Fw: Nor302 Certification
601	ACP	E-mail and attachment	09/09/2002	Tyas, Jonathan C.	kipp.orne@northwestern.com eric.jacobson@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NOR Form 10-K/A
602	ACP	E-mail	09/09/2002	Tyas, Jonathan C.	kipp.orne@northwestern.com eric.jacobson@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NOR 10-K/A circle up
603	ACP	E-mail and attachment	09/09/2002	Jacobson, Eric	Fornash, Barbara	Hylland, Richard Orme, Kipp	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
605	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zupporne, Michael Saks, Scott R. Kline, Scott C.		Northwestern March 31, 2002 Form 10-Q/A
606	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zupporne, Michael Saks, Scott R. Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
607	ACP	E-mail and attachment	09/10/2002	Saks, Scott R.	Schwitter, William F. kipp.orne@northwestern.com	Tyras, Jonathan C.	Revised SEC Transmittal Letter
608	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com		Final response letter
609	ACP	E-mail and attachment	09/10/2002	Jacobsen, Eric	Schnum, Roger Orme, Kipp Wyche, Paul	scottkline@paulhastings.com Hyland, Richard	RE: S-4 News Release [includes PHLW language]
610	ACP	E-mail	09/12/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric Whitesel, Kurt Wyche, Paul	scottkline@paulhastings.com	Updated Draft of S-4 News Release [requests comments from PHLW]
611	ACP	E-mail and attachments	09/14/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zupporne, Michael Saks, Scott R. Kline, Scott C. carrends@deloitte.com spolack@deloitte.com cnoftmar@deloitte.com		NOR December 31, 2001 Form 10-K/A [marked up by PHWJ]

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	09/16/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.	chroffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Form 10-Q/A for March 31, 2002 [PHJW edits]
612	ACP	E-mail	09/18/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com chroffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Pollock, Thomas R. Palanza, Charles A. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Pellegrino, Jeffrey	Exchange Offer
613	ACP	E-mail and attachment	09/18/2002	Schnum, Roger	Orme, Kipp Jacobson, Eric scottline@paulhasings.com	Wyche, Paul	Draft Re-Audit Release [PHJW comments requested]
614	ACP	E-mail and attachment	09/19/2002	Schnum, Roger	Orme, Kipp Jacobson, Eric Wyche, Paul	scottline@paulhasings.com	Revised Re-Audit Release [PHJW comments requested]
615	ACP	E-mail and attachments	09/19/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. chroffman@deloitte.com spolacek@deloitte.com carends@deloitte.com		Form 10-Q/A for March 31, 2002
616							



<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	09/19/2002	Tyras, Jonathan C.	kipp.ornme@northwestern.com eric.jacobsen@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schmitter, William F. Zupporne, Michael Saks, Scott R. Kline, Scott C. choffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	karen.smook@northwestern.com paula.randen@northwestern.com	Form 10-Q/A for June 30, 2002
617	ACP	E-mail	09/19/2002	Tyras, Jonathan C.	Orme, Kipp; Whitesel, Kurt; Polacek, Steve; Arends, Craig	Kline, Scott C.; Nieman, Mike	10-K/A and 10-Q/As
618	ACP	E-mail and attachments	09/19/2002	Schnum, Roger	Orme, Kipp; Jacobsen, Eric	Ng, Emille; Wyche, Paul; Kline, Scott	Confidential Draft [PHJW comments]
619	ACP	E-mail	09/19/2002	Kline, Scott C.	Zupporne, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig	Tyras, Jonathan C.	NOR re-audit Form 8-K Item 5
620	ACP	E-mail and attachments	09/20/2002	Bonventre, Joseph S.	Kipp, Orme	Kline, Scott C.	D&T Form 8-K
621	ACP	E-mail and attachments	09/20/2002	Tyras, Jonathan C.	Arends, Craig; Hoffman, Cliff; Polacek, Steve	Tyras, Jonathan C.	Reaudit financial statements
622	ACP	E-mail	09/20/2002	Kline, Scott C.	Eric Jacobsen; Kipp, Orme; Panzla, Charles A.; Pollock, Thomas R.; Alan Dietrich	Tyras, Jonathan C.; Bonventre, Joseph S.	FW: UA (See Notice Below)
623	ACP	E-mail and attachments	09/20/2002	Schnum, Roger	Kline, Scott	Orme, Kipp; Whitesel, Kurt	Noon Draft
624	ACP	E-mail and attachments	09/21/2002	Tyras, Jonathan C.	Orme, Kipp	Zupporne, Michael; Kline, Scott C.	Amendment No. 1 to the Deloitte 8-K financials
625	ACP	E-mail and attachments	09/27/2002	Schnum, Roger	Orme, Kipp; Jacobsen, Eric		Draft Confidential News Release (Comments by PHJW)
626	ACP	E-mail and attachments	10/02/2002	Whitesel, Kurt	Lewis, Marie	Orme, Kipp; Jacobsen, Eric	Sarbantes-Ordley Section 302 Compliance [prepared by PHJW]
627	ACP	E-mail and attachments	10/08/2002	Conboy, Kevin	Jacobsen, Eric; Orme, Kipp	Pollock, Thomas R.; Eronini, Uche	Refinanced Term Sheet
628	ACP	E-mail and attachments	10/13/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Draft Commitment Documents



<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
630	ACP	E-mail and attachments	10/16/2002	Eronini, Uche	Jacobson, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.; Patricia, Charles A.; Irving, Euclid A.	Northwestern Corporation - Revised Commitment Documents
631	ACP	E-mail and attachments	10/17/2002	Eronini, Uche	Jacobson, Eric; Orme, Kipp; ethompson@bear.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents
	ACP	E-mail and attachments	10/18/2002	Tribble, Kimberly (Kim) S.	Jacobson, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Mike; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neilman, Michael; Whitesel, Kurt; Noland, Jan; Van Camp, John; Kovash, Keith; Ruffalo, Steve; Thompson, Leslie; Dyre, Mary	Irving, Euclid A.; Knapp, Tom; Voytek, Michael	Revised Time and Responsibility Checklist
632	ACP	E-mail	10/21/2002	Schrum, Roger	michegerard@paulhasings.com Jacobson, Eric Young, Michael Lopach, Dennis Knapp, Tom	Orme, Kipp	Going Flat Draft Release
633	ACP	E-mail and attachments	10/25/2002	Tribble, Kimberly (Kim) S.	Jacobson, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neilman, Mike; Whitesel, Kurt; Noland, Jan; Van Camp, John; Kovash, Keith; Ruffalo, Steve; Thompson, Leslie; Dyre, Irving; Euclid A.; Knapp, Tom; Patricia, Charles A.; Hong, Jennifer L.; Schaeferberg, William P.; Rushion, Lisa K.; Crowe, Christine M.; McCamick, James; Sachs, Ornt; Baiyeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Ever; Gibau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altorelli, John J.; Stimulewitz, Jennifer; Showalter, Patricia	Voytek, Michael Levin, Janice E.	Northwestern/Restructuring of Northwestern Energy [attachments marked by PHJW]
634	ACP	E-mail and attachments	10/31/2002	Whitesel, Kurt	Orme, Kipp		PW: Disclosure Policy (PHJW version)
635	ACP	E-mail and attachments	11/05/2002	Nieman, Michael L	Orme, Kipp; Conboy, Kevin	Ng, Emilie	RE: Northwestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
636	ACP	E-mail and attachments	11/07/2002	Tyras, Jonathan C.	Orme, Kipp		FW: 8K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
638	ACP	E-mail and attachments	11/12/2002	Nieman, Michael L	Orme, Kipp; Whitesel, Kurt; Ng, Emilie; Conboy, Kevin	Orme, Kipp; Jacobsen, Eric; Griese, Deborah; Kilewer, Kendall; Rarden, Paula; Nieman, Michael L; Schrum, Roger	Revised 10Q Draft (PHJW comments)
639	ACP	E-mail and attachments	11/13/2002	Jacobsen, Eric	Kline, Scott C.	Tyras, Jonathan C. Pollock, Thomas R. Orme, Kipp	RE: NOR Third Quarter 10Q draft comments
640	ACP	E-mail and attachments	11/13/2002	Ng, Emilie	Kevin Rose	Orme, Kipp	Ratings Confirmation [attachments are PHJW drafts]
641	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobsen, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittee Comments
642	ACP	E-mail and attachment	11/14/2002	Gerrard, Nicole	Orme, Kipp	Jacobsen, Eric; Smock, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Going Flat Filing [attachments are PHJW drafts]
643	ACP	E-mail and attachment	11/18/2002	McCartick, James	Knaapp, Thomas; Hanson, Michael; Nieman, Michael; Whitesel, Kurt	Ivring, Euclid A.; Sachs, Omri; Voytek, Michael; Kipp Orme	Redraft of Hanson letter
644	ACP	E-mail and attachments	11/18/2002	Jacobsen, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp	Smock, Karen; Whitesel, Kurt	Flat Release [legal advice from Eric Jacobsen]
645	ACP	E-mail and attachments	11/19/2002	Tyras, Jonathan C.	Orme, Kipp	Orme, Kipp	Northwestern 10-Q/A
646	ACP	E-mail and attachments	11/20/2002	Jacobsen, Eric	Schrum, Roger	Jacobsen, Eric	FW: Going Flat (PHJW comments)
647	ACP	E-mail	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Knaapp, Tom	RE: Northwestern Letter
648	ACP	E-mail and attachment	11/27/2002	Sachs, Omri	Ng, Emilie	Kipp Orme; Tom Knaapp; Ivring, Euclid A.; Voytek, Michael	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary Northwest Energy LLC
649	ACP	E-mail and attachment	12/08/2002	Jacobsen, Eric	Thomas R. Pollock	Hyland, Richard Orme, Kipp	PR Release
650	ACP	E-mail	12/10/2002	Jacobsen, Eric	Bruce I. Smith; Jerry W. Johnson; Larry F. Ness	Gary G. Drock; Randy G. Darcy; Marilyn R. Seymann; Lewis, Meier; Hyland, Richard; Orme, Kipp; Thomas R. Pollock	Audit Comm. Review of Expenses Issues
651	ACP	E-mail and attachment	12/11/2002	Schrum, Roger	Orme, Kipp		FW: Facsimile Transmittal Sheet [redacted and produced]
652	ACP	E-mail and attachments	01/06/2003	Tyras, Jonathan C.	Orme, Kipp		Form 8-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
654	ACP	E-mail and attachment	01/22/2003	Conboy, Kevin	Jacobson, Eric; Orme, Kipp; Dietrich, Alan; Lopach, Dennis; Nieman, Michael; Whitesel, Kurt; Manion, Mike; Staudinger, Gary	Kahn, Marguerite R.; Pollock, Thomas R.; Sachs, Omit Luman, Scott	NorthWestern
655	ACP	E-mail and attachment	01/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	8-K for MPSC press release
656	ACP	E-mail and attachment	01/29/2003	Krapp, Tom	Whitesel, Kurt	Orme, Kipp	RE: Draft Valuation Report - MP LLC
657	ACP	E-mail and attachments	02/03/2003	Jacobson, Eric	Conboy, Kevin; Schwartz, Melissa	Orme, Kipp	FW: NorthWestern - Side letter regarding Compliance with MPSC Order
658	ACP	E-mail and attachment	02/04/2003	VanCamp, John	Orme, Kipp; Jacobson, Eric; Krapp, Tom	Nieman, Michael L	FW: LLC discussion with Tom Krapp and Eric Jacobson re legal implication of winding down LLC
659	ACP	E-mail and attachment	02/07/2003	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp		Draft of 8-K for closing
660	ACP	E-mail and attachments	02/10/2003	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp	Smook, Karen	Finalized 8-K
661	ACP	E-mail and attachments	02/14/2003	Tyras, Jonathan C.	Griese, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Nieman, Mike	Markup to latest draft of 10-K
662	ACP	E-mail and attachments	02/18/2003	Tyras, Jonathan C.	Orme, Kipp; Jacobson, Eric	Pollock, Thomas R.	Form 8-K for press release
663	ACP	E-mail	08/09/2002	Gerrard, Nicole	Fornash, Barbara; Orme, Kipp; Jacobson, Eric; Smook, Karen	Pollock, Thomas R.	RE: Checklist for certifications
664	ACP	E-mail and attachments	09/20/2002	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike	Pollock, Thomas R.; Schmitter, William F.; Zuppone, Michael; Sachs, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	As filed Form 10-Q/A x 2 & Form 10-K/A
665	ACP	E-mail and attachment	03/12/2002	Saks, Scott R.	Orme, Kipp		FW: NorthWestern Supplemental Indenture
666	ACP	E-mail and attachment	12/13/2001	Tyras, Jonathan C.	Orme, Kipp	Altorelli, John J.; Jacobson, Eric; Dietrich, Alan	Form 8-K/A
667	ACP	E-mail	06/10/2002	Orme, Kipp	Jacobson, Eric; Buss, Joyynn; Whitesel, Kurt		RE: PLUW 10-Q Review Comments

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
668	ACP	E-mail and attachments	05/10/2002	Orme, Kipp	Buss, Jodylynn		FW: Northwestern 10-Q reflecting comments from Scott Saks [PHJW comments]
669	ACP	E-mail	08/07/2002	Orme, Kipp	Niemann, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: Northwestern S-4 [redacted and produced]
670	ACP	E-mail	08/12/2002	Orme, Kipp	Norton, Dale	Kline, Scott; Saks, Scott; Pollock, Thomas R.	RE: Northwestern Corporation 8-K Proof Files
671	ACP	E-mail and attachment	08/14/2002	Orme, Kipp	Polacek, Steven L.; Hyland, Richard		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expatriates, Inc. [PHJW memo]
672	ACP	E-mail and attachments	08/15/2002	Orme, Kipp	Pollock, Thomas R.; Tyras, Jonathan C.	Jacobsen, Eric	RE: Insert to Comment Letter [PHJW advice and drafts]
673	ACP	E-mail and attachment	09/09/2002	Orme, Kipp	Smook, Karen		FW: NOR Form 10-K/A [edits by Tyras]
674	ACP	E-mail and attachment	09/10/2002	Orme, Kipp	Smook, Karen		FW: Amended Form 10-K and Forms 10-Q [attachments edited by John Tyras]
675	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Niemann, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zupporre, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
676	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Niemann, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zupporre, Michael; Saks, Scott R.; Kline, Scott C.		NOR March 31, 2002 Form 10-Q/A
677	ACP	E-mail	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Niemann, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zupporre, Michael; Saks, Scott R.; Kline, Scott C.		NOR 10-K/A circle up
678	ACP	E-mail	09/10/2002	Orme, Kipp	Tyras, Jonathan C.	Polacek, Steven L.; Hoffman, Cliff; Arends, Craig	RE: Comfort Letter
679	ACP	E-mail and attachment	09/10/2002	Orme, Kipp	Tyras, Jonathan C.	Monaghan, David A.; Whitesel, Kurt	FW: Montana acquisition purchase price allocation
680	ACP	E-mail	09/10/2002	Orme, Kipp	Smook, Karen		FW: Revised SEC Transmittal Letter [redacted]
681	ACP	E-mail and attachment	09/17/2002	Orme, Kipp	Niemann, Michael L.; Ng, Emilie; Giorzas, Travis		FW: NOR Pro Supp redraft [attachments marked up by PHJW]
682	ACP	E-mail and attachments	09/18/2002	Orme, Kipp	Smook, Karen	Jacobsen, Eric	FW: Northwestern prospectus supplement [attachments marked up by PHJW]

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
684	ACP	E-mail and attachments	09/18/2002	Orme, Kipp	Larkin, Emily		FW: Northwestern prospectus supplement [perhaps duplicate of above, but attachments marked up by PULW]
685	ACP	E-mail and attachment	09/18/2002	Orme, Kipp	Hatfield, Jay		FW: Northwestern Prospectus Supplement Comments (See Notice Below) [where is attachment?]
686	ACP	E-mail	09/20/2002	Orme, Kipp	Bonventre, Joseph S.		RE: D&T Form 8-K
687	ACP	E-mail	09/20/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt Arends, Craig	Tyras, Jonathan C.; Jacobsen, Eric	RE: NOR re-audit Form 8-K Item 5
688	ACP	E-mail and attachment	09/20/2002	Orme, Kipp	Schnum, Roger; Kline, Scott	Whitesel, Kurt	RE: Noon Draft
689	ACP	E-mail	09/22/2002	Orme, Kipp	Tyras, Jonathan C.		FW: Northwestern Corporation - Commitment Documents
690	ACP	E-mail and attachment	10/24/2002	Orme, Kipp	Jacobsen, Eric		RE: Northwestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
691	ACP	E-mail and attachment	11/04/2002	Orme, Kipp	Conboy, Kevin	Nieman, Michael L.	RE: Redraft of Hanson letter
692	ACP	E-mail	11/12/2002	Orme, Kipp	Schnum, Roger; Jacobsen, Eric		FW: Northwestern 10-Q/A
693	ACP	E-mail and attachment	11/18/2002	Orme, Kipp	Jacobsen, Eric; Pollock, Thomas R.		FW: Draft Auditors' Letter
694	ACP	E-mail and attachments	11/19/2002	Orme, Kipp, Jonathan	Lewis, Marie	Dewey, Irene	FW: Revised (12-07-02) models
695	ACP	E-mail	11/19/2002	Orme, Kipp	Pollock, Thomas R.		FW: Draft Auditors' Letter
696	ACP	E-mail	11/21/2002	Orme, Kipp	Jacobsen, Eric		FW: Redraft of Hanson letter
697	ACP	E-mail and attachment	11/28/2002	Orme, Kipp	Kraupp, Tom		FW: Confidential Drafts Fourth Quarter Update Releases Noon-12/12
698	ACP	E-mail and attachments	12/12/2002	Orme, Kipp	Conboy, Kevin		FW: Confidential Drafts Fourth Quarter Update Releases Noon-12/12
699	ACP	E-mail	01/30/2003	Orme, Kipp	Jacobsen, Eric	Conboy, Kevin; Pollock, Thomas R.	FW: Draft of 8-K for closing
700	ACP	E-mail and attachment	02/10/2003	Orme, Kipp	Tyras, Jonathan C.; Jacobsen, Eric		FW: Finalized 8-K
701	ACP	E-mail and attachment	02/10/2003	Orme, Kipp	Tyras, Jonathan C.; Jacobsen, Eric; Schnum, Roger	Smoak, Karen	As filed Form 10-Q/A x 2 & Form 10-K/A
702	ACP	E-mail and attachments	09/20/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	



Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
703	ACP	E-mail and attachments	03/12/2002	Kline, Scott C.	Young, Michael; Buss, Joylynn; Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.	Pollock, Thomas R.; Davis, G. Eric	NorthWestern 10-K and Proxy
704	ACP	E-mail	03/20/2002	Kline, Scott C.	Buss, Joylynn; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
705	ACP	E-mail and attachments	04/22/2002	Dietrich, Alan	Charles Patrizia (E-mail)	Jacobsen, Eric Orme, Kipp	FW: NW Application for Securities Approval - 2002 V2.DOC
706	ACP	E-mail and attachments	05/10/2002	Saks, Scott R.	kipp.orme@northwestern.com joylynn.buss@northwestern.com	Pollock, Thomas R.	NorthWestern 10-Q
707	ACP	E-mail	05/20/2002	Kline, Scott C.	Whitesel, Kurt Monaghan, David A	Jacobsen, Eric Buss, Joylynn Nieman, Michael L Orme, Kipp	RE: NorthWestern Energy LLC Form 10-Q - 5/19/02 draft
708	ACP	E-mail	05/25/2002	Whitesel, Kurt	Nieman, Michael L Monaghan, David A Buss, Joylynn david.a.olson@us.andersen.com Kennedy, Rob Fresia, Rick	Orme, Kipp Whitesel, Kurt	FW: NorthWestern Corporation Form S-4 [redacted]
709	ACP	E-mail	05/31/2002	Kline, Scott C.	Saks, Scott R.; kipp.orme@northwestern.com; eric.jacobsen@northwestern.com; Kurt, Whitesel@northwestern.com; mike.nieman@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Tyras, Jonathan C.	RE: NorthWestern -- Response to SEC
710	ACP	E-mail and attachments	06/12/2002	Saks, Scott R.	dfck.hyland@northwestern.com; barbara.kornash@northwestern.com; eric.jacobsen@northwestern.com; kipp.orme@northwestern.com; kurt.whitesel@northwestern.com; mike.nieman@northwestern.com; david.monaghan@northwestern.com; joylynn.buss@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com; karen.smock@northwestern.com; linda.superales@northwestern.com	Schwitter, William F.; Zuppone, Michael; Pollock, Thomas R.; Kline, Scott C.; Tyras, Jonathan C.; Hottel, Clara L.	NorthWestern Revised S-4 and SEC Response Letters
711	ACP	E-mail and attachments	07/09/2002	Dietrich, Alan	Jacobsen, Eric Orme, Kipp		FW: 10K/A for NorthWestern Energy [PH-LW comments]

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachment	07/12/2002	Tyras, Jonathan C.	dick.hylland@northwestern.com barbara.kofrasha@northwestern.com eric.jacobsen@northwestern.com kipp.ornie@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylynn.bluss@northwestern.com david.a.olson@us.andersen.com karen.snook@northwestern.com linda.superales@northwestern.com carends@deloitte.com Pollock, Thomas R. Zuppone, Michael Schwitter, William F. Tyras, Jonathan C. Kline, Scott C. Saks, Scott R. Horie, Kara L. Patriza, Charles A. Conboy, Kevin Opick, Joseph P. scott.holton@us.pwglobal.com		RE: Northwestern S-4 and 10-K
712							
713	ACP	E-mail	07/16/2002	Hanson, Mike	Orme, Kipp	Pollock, Thomas R. Kline, Scott C. Jacobsen, Eric Whitesel, Kurt Nieman, Michael L. Monaghan, David A	FW: Milltown Registration Statement Disclosure RE: Northwestern Energy LLC Reporting Obligations Memo
	ACP	E-mail	07/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zuppone, Michael		
714							
715	ACP	E-mail	07/17/2002	Saks, Scott R.	Jacobsen, Eric; Whitesel, Kurt	kipp.ornie@northwestern.com	NorthWestern Energy LLC [PHJW drafts]
716	ACP/AWP	Attachment	07/17/2002				PHJW Draft Second Supplemental Indenture
717	ACP/AWP	Attachment	07/17/2002				PHJW Draft Amendment to Guarantee Agreement
	ACP/AWP	Attachment	07/17/2002				PHJW Draft-NOR Assumption of obligations under Amended and Restated Trust Agreement
718							
719	ACP	Attachment	07/31/2002				Draft NOR press release
	ACP	E-mail and attachment	08/08/2002	Pollock, Thomas R.	Lewis, Merle; Orme, Kipp	Zuppone, Michael	MacPac 8.0 Normal template
720							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
721	ACP	E-mail and attachment	08/12/2002	Saks, Scott R.	Orme, Kipp; Nieman, Mike; Whitesel, Kurt; Pollock, Steven; Olson, David; Arends, Craig	Tyras, Jonathan C.	Northwestern SEC Response Memo
722	ACP	E-mail	09/08/2002	Nicole Gerrard	Michael Hanson	Kline, Scott	Additional Docs for Signature, re: SEC filing RE: Responses to NOR 10-Q Due Diligence Checklist(s)
723	ACP	E-mail	08/13/2002	Pollock, Thomas R.	Smook, Karen	Lewis, Marie; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Forbach, Barbara	Northwestern SEC Response Memo
724	ACP	E-mail and attachments	08/13/2002	Saks, Scott R.	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Pollock, Steven; Arends, Craig	Tyras, Jonathan C.; Pollock, Thomas R.	
725	ACP/AWP	E-mail and Attachment	08/16/2002	Gjonas, Travis	Nieman, Michael L.; Tyras, Jon; Saks, Scott; Arends, Craig; Tyras, Jon; Saks, Scott	Orme, Kipp; Whitesel, Kurt	All Other Revenue Breakdown [asks Tyras if he has any questions about attached drafts]
726	ACP/AWP	E-mail and Attachments	08/16/2002	Gerrard, Nicole	kashnd@rsph.com; mor@cavalllocapital.com; cneault@gbsondum.com; thart@gbsondum.com; jlayne@gbsondum.com; jmdoney@gbsondum.com; ac@cappellcorp.com; jg@cappellcorp.com; rd@cappellcorp.com;	Orme, Kipp; Jacobsen, Eric; Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Tyras, Jonathan C.	NOR - Securities Purchase Agreement
726	ACP	E-mail	08/19/2002	Kashn, David M.	Pollock, Thomas; Gerrard, Nicole; thart@gbsondum.com; Deutschman, Reb; Orme, Kipp	mor@cavalllocapital.com; Cohen, Eric L.; Azulay, Sharon	NOR
727	ACP/AWP	E-mail and Attachments	08/30/2002	Colt, Kathy	Jacobsen, Eric; Orme, Kipp	Irving, Euclid A.; Pollock, Thomas R.; Voytek, Michael; Saks, Scott R.; Tyras, Jonathan C.; Schwartz, Melissa C.	Going Flat Under the Credit Agreement [PHJW drafts]
728	ACP/AWP	E-mail and Attachment	08/30/2002	Schnum, Roger	Orme, Kipp; Jacobsen, Eric; Wyche, Paul	Kline, Scott	S-4 News Release [PHJW drafts in attachment]
729	ACP/AWP	E-mail and Attachments	09/06/2002	Tyras, Jonathan C.	Hyland, Richard; Forbach, Barbara; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Gjonas, Travis; Smook, Karen; Randen, Paula; Pollock, Steve; Olson, David; Hoffman, Cliff; Pollock, Thomas R.; Zuppone, Michael; Schwiter, William F.; Tyras, Jon; Saks, Scott; Kline, Scott; Patrizia, Charles A; Conboy, Kevin; Opich, Joseph P.		Northwestern S-4 - Amendment No. 3
730							



Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP/AWP	E-mail and Attachment	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOA Form 10-K/A
731	ACP/AWP	E-mail and Attachment	09/10/2002	Saks, Scott R.	Schwitter, William F.; Orme, Kipp	Tyras, Jonathan C.	Revised SEC Transmittal Letter
732	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp		Final response letter
733	ACP/AWP	E-mail and Attachments	09/16/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Hoffman, Cliff; Polacek, Steve; Arends, Craig	Form 10-Q/A for March 31, 2002
734	ACP	E-mail	09/19/2002	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Neman, Mike; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Pollock, Thomas R.; Patrizia, Charles A.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Pellegriño, Jeffrey	Exchange Offer
735	ACP/AWP	E-mail and Attachments	09/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Smook, Karen; Randon, Paula	Form 10-Q/A for June 30, 2002
736	ACP	E-mail	09/19/2002	Tyras, Jonathan C.	Orme, Kipp; Whitesel, Kurt; Polacek, Steve; Arends, Craig	Kline, Scott C.; Neman, Mike	10-K/A and 10-Q/As
737	ACP	E-mail	09/19/2002	Kline, Scott C.	Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig	Tyras, Jonathan C.	NOA re-audit Form 8-K Item 5
738	ACP/AWP	E-mail and Attachment	09/20/2002	Bonventre, Joseph S.	Orme, Kipp	Kline, Scott C.; Tyras, Jonathan C.	D&T Form 8-K
739	ACP/AWP	E-mail and Attachment	09/20/2002	Tyras, Jonathan C.	Arends, Craig; Hoffman, Cliff; Polacek, Steven	Whitesel, Kurt; Orme, Kipp; Randon, Paula; Smook, Karen	Reaudit financial statements
740	ACP	E-mail	09/20/2002	Kline, Scott C.	Jacobson, Eric; Orme, Kipp; Patrizia, Charles; Pollock, Thomas; Dietrich, Alan	Tyras, Jonathan C.; Bonventre, Joseph S.	FW: UA (See Notice Below)
741	ACP/AWP	E-mail and Attachments	09/21/2002	Tyras, Jonathan C.	Orme, Kipp	Zuppone, Michael; Kline, Scott C.	Amendment No. 1 to the Deloitte 8-K financials
742							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
743	ACP	E-mail	09/27/2002	Schrum, Roger	Hyland, Richard; Orme, Kipp; Jacobsen, Eric	Ng, Emilie; Kline, Scott	Revised Confidential News Release Draft (comments by PHJW)
744	ACP/AWP	E-mail and Attachments	10/08/2002	Conboy, Kevin	Jacobsen, Eric; Orme, Kipp	Pollock, Thomas R.; Eronini, Uche	Refinanced Term Sheet
745	ACP/AWP	E-mail and Attachments	10/13/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul; Orme, Kipp	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Draft Commitment Documents
746	ACP/AWP	E-mail and Attachment	10/17/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; cthompson@beal.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents
	ACP/AWP	E-mail and Attachments	10/18/2002	Tibbels, Kimberly (Kim) S.	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marston, Mike; Lopach, Dennis; Assay, Pat; Reardon, Pat; Ng, Emilie; Schrump, Roger; Header, Donna; Young, Michael; Thompson, Michael; Nieman, Michael; Whitesel, Kurt; Noland, Jan; VanCamp, John; Kovash, Keith; Ruffalo, Steve; Thompson, L.; Dye, M	Ivings, Euclid A.; Knapp, Tom; Voytek, Michael	Time and Responsibility Checklist Draft (PHJW drafts)
747							
748	ACP	E-mail	10/21/2002	Schrump, Roger	Gerrard, Nicole; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom	Orme, Kipp	Going Flat Draft Release [requests PHJW changes]
749	ACP/AWP	E-mail and Attachments	10/25/2002, 10/24/2002 and 10/29/2002	Tibbels, Kimberly (Kim)	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marston, Michael; Lopach, Dennis; Assay, Pat; Reardon, Pat; Ng, Emilie; Schrump, Roger; Header, Donna; Young, Michael; Thompson, Mark; Nieman, Mike; Whitesel, Kurt; Noland, Jan; VanCamp, John; Kovash, Keith; Ruffalo, Steve; Thompson, L.; Dye, M; Ivings, Euclid; Knapp, Tom; Patricia, Charles; Horg, Jennifer; Scharfberg, William; Rushon, Lisa; Crowe, Christine; McCarrick, James; Sachs, Ornit; Baiyest, Douglas; Conboy, Kevin; Schwartz, Melissa; Coddon, Eve; Gbau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott; Gerrard, Nicole; Altveill, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Voytek, Michael; Levin, Janice E.	Northwestern/Restructuring of Northwestern Energy [PHJW drafts]

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP/AWP	E-mail and Attachments	11/04/2002	Shawalter, Patricia	Jacobsen, Eric; Orme, Kipp; Dietrich, Alan, Walsh, Richard, Marion, Michael, Lopach, Dennis, Asay, Pat, Reardon, Pat, Ng, Emilie, Schrum, Roger, Header, Donna, Young, Michael, Thompson, Mark, Neiman, Mike, Whitesel, Kurt, Noland, Jan, Van Camp, John, Korash, Keith, Ruffalo, Steve, Thomson, Leslie, Dyre, Mary, Irving, Euclid A.; Krapp, Thomas; Patrizia, Charles A.; Hong, Jennifer L.; Scharfberg, William P.; Rushion, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Orni; Baiyeat, Douglas R.; Conboy, Kevin, Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn, DeGrandis, B ill D.; Kline, Scott C.; Gerrard, Nicole; Altorelli, John J.; Shindlerwitz, Jennifer	Voytek, Michael; Levin, Janice E.	[PHJW drafts]
750	ACP	E-mail and Attachment	11/05/2002	Neiman, Michael L	Orme, Kipp; Conboy, Kevin	Ng, Emilie	RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
751	ACP	E-mail and Attachments	11/07/2002	Tyras, Jonathan C.	Orme, Kipp		FW: 8K
752	ACP	E-mail and Attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Hunbert, Suzanne M.; Pollock, Thomas; Kline, Scott; Saks, Scott; Polack, Steven	Orme, Kipp; Jacobson, Eric; Giese, Deborah; Kiewer, Kendal; Rarden, Paula; Neiman, Michael L.; Schrum, Roger	Revised 10Q Draft (marked up with PHJW comments)
753	ACP	E-mail	11/13/2002	Jacobsen, Eric	Kline, Scott C.	Tyras, Jonathan C.; Pollock, Thomas R.; Orme, Kipp	RE: NOR Third Quarter 10Q draft
754	ACP/AWP	E-mail and Attachment	11/13/2002	Young, Michael	Jacobsen, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittee Comments (comments by Michael Young)
755	ACP/AWP	E-mail and Attachments	11/14/2002	Gerrard, Nicole	Orme, Kipp	Jacobsen, Eric; Smook, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Going Flat Filing [PHJW drafts as attachments]
756	ACP/AWP	E-mail and Attachment	11/18/2002	McCarrick, James	Thomas Knapp, Hanson, Michael; Neiman, Mike; Whitesel, Kurt	Irving, Euclid A.; Sachs, Orni; Voytek, Michael; Orme, Kipp	Draft of Hanson letter
757	ACP/AWP	E-mail and Attachment	11/18/2002	Jacobsen, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp		Flat Release (Jacobsen's proposed changes)

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
759	ACP	E-mail and Attachments	11/19/2002	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen; Whitesel, Kurt	Northwestern 10-QA
760	ACP	E-mail	11/20/2002	Jacobsen, Eric	Schrump, Roger	Orme, Kipp	FW: Going Flat (Jacobsen and Knapp comments on release)
761	ACP	E-mail	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Jacobsen, Eric Knapp, Tom	RE: Northwestern Letter
762	ACP	E-mail and Attachment	11/27/2002	Sachs, Orni	Ng, Emilie	Orme, Kipp; Knapp, Tom; Irving, Euclid A.; Voytek, Michael	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary Northwest Iron Energy LLC
763	ACP	E-mail and Attachment	12/08/2002	Jacobsen, Eric	Thomas R. Pollock	Hyland, Richard; Orme, Kipp; Schrump, Roger	PR Release
764	ACP	E-mail and Attachments	12/19/2002	Nieman, Michael L.	Kevin Conboy; Melissa Schwartz	Orme, Kipp; Whitesel, Kurt Klawer, Kendall; Ng, Emilie; Jacobsen, Eric	FW: 10K-A and 3Q 10-QA
765	ACP	E-mail and Attachments	01/06/2003	Tyras, Jonathan C.	Orme, Kipp		Form 8-K
766	ACP	E-mail and Attachment	01/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	8-K for MPSC press release
767	ACP	E-mail and Attachment	01/29/2003 and 11/19/2002	Knapp, Tom	Whitesel, Kurt	Orme, Kipp	RE: Draft Valuation Report - MPILLC
768	ACP/AWP	E-mail and Attachments	02/03/2003	Jacobsen, Eric	Kevin Conboy; Melissa Schwartz	Orme, Kipp	FW: Northwestern - Side Letter regarding Compliance with MPSC Order
769	ACP	E-mail and Attachments	02/10/2003	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp	Smook, Karen	Finalized 8-K
770	ACP/AWP	E-mail and Attachments	02/14/2003 &	Tyras, Jonathan C.	Griese, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Nieman, Mike	Markup to latest draft of 10-K
771	ACP	E-mail and Attachments	09/20/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike	Pollock, Thomas R.; Schmitter, William F.; Zippone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	As filed Form 10-QA x 2 & Form 10-KA

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and Attachment	03/12/2002; aad 03/11/2002	Saks, Scott R.	Orme, Kipp		FW: Northwestern Supplemental Indenture
772	ACP/AWP	E-mail and Attachment	03/12/2002	Evans, Liz	Orme, Kipp		FW: REVISED 8K [PHLW comments]
773	ACP	E-mail	05/10/2002	Orme, Kipp	Jacobsen, Eric; Buss, Jolyynn; Whitesel, Kurt		RE: PHLW 10-Q Review Comments
774	ACP/AWP	E-mail and Attachments	05/10/2002	Orme, Kipp	Buss, Jolyynn		FW: Northwestern 10-Q [Paul Hastings comments]
775	ACP	E-mail	05/30/2002	Orme, Kipp	Nieman, Michael L		FW: Additional comment letter [Jon Tyras comments]
776	ACP	E-mail	07/12/2002	Orme, Kipp	Diehrich, Alan	Jacobsen, Eric	RE: LLC 10-K signatures question
777	ACP	E-mail	08/07/2002	Orme, Kipp	Nieman, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: Northwestern S-4 [Jon Tyras comments]
778	ACP	E-mail	08/09/2002	Orme, Kipp	Hyland, Richard; Lewis, Merte	Pollock, Thomas R.; Zupporne, Michael; Dewey, Irene; Fortnash, Barbara	FW: 9 a.m. Requested Documents [drafts of docs for PHLW meeting]
779	ACP	E-mail	08/12/2002	Orme, Kipp	Conboy, Kevin; Jacobsen, Eric		RE: CSFB/Northwestern Proposed Amend. No. 2 to Credit Agreement (revised draft 8/9/02) [See Notice Below] [redacted and produced]
780	ACP/AWP	E-mail and Attachment	08/15/2002	Orme, Kipp	Tyras, Jonathan C.; Pollock, Thomas R.		FW: Insert to Comment Letter
781	ACP/AWP	E-mail and Attachment	08/19/2002	Orme, Kipp	Bruce I. Smith, Gary G. Drook, Hyland, Richard; Johnson, Jerry, Ness, Larry, Lewis, Merte, Seymann, Marilyn R.; Darcy, Randy; Nowell, Lionel	Buron, Suzette; Dewey, Irene; Dutcher, Diane; Felner, Irene; Richter, Peg; debbie.bassett@pepsi.com; Fortnash, Barbara; Jacobsen, Eric	Final S-4 & Comment Response Letter [producing email and one attachment, but other attachment is Paul Hastings memo and is privileged: NOFPT08460342]
782	ACP/AWP	E-mail and Attachments	08/20/2002	Orme, Kipp	Ng, Emilie		FW: Northwestern S-4 - Amendment No. 2 [John Tyras email]
783	ACP/AWP	E-mail and Attachment	09/04/2002	Orme, Kipp	David Sun@morganstanley.com pobrien@dblp.com Kevin.Garneser@morganstanley.com	Tyras, Jonathan C.; Hatfield, Jay	FW: Northwestern Corporation [redacted Jon Tyras and produced]
784	ACP/AWP	E-mail and Attachments	09/10/2002	Orme, Kipp	Smock, Karen		FW: Amended Form 10-K and Forms 10-Q [John Tyras comments]
785	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwiter, William F.; Zupporne, Michael; Saks, Scott R.; Kline, Scott C.		NOF June 30, 2002 Form 10-QA
786							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
787	ACP	E-mail	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR March 31, 2002 Form 10-Q/A
788	ACP	E-mail	09/10/2002	Orme, Kipp	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A
789	ACP	E-mail	09/10/2002	Orme, Kipp	Tyras, Jonathan C.	Polacek, Steven L.; Hoffman, Cliff; Arends, Craig	RE: Comfort Letter
790	ACP/AWP	E-mail and Attachment	09/10/2002	Orme, Kipp	Tyras, Jonathan C.	Monaghan, David A.; Whitesel, Kurt	FW: Montana acquisition purchase price allocation
791	ACP	E-mail	09/12/2002	Orme, Kipp	Arends, Craig	Hoffman, Cliff; Tyras, Jon	FW: Recent comfort letter issues [Jon Tyras marked up version]
792	ACP	E-mail and attachments	09/17/2002	Orme, Kipp	Nieman, Michael L.; Ng, Emilie; Gjoraa, Travis		FW: NOR Pro Supp redraft [Jon Tyras comments]
793	ACP/AWP	E-mail	09/18/2002	Orme, Kipp	Larkin, Emily	Jacobsen, Eric	FW: Northwestern exchange offer [Jon Tyras marked up versions]
794	ACP/AWP	E-mail and Attachment	09/18/2002	Orme, Kipp	Schrum, Roger; Jacobsen, Eric; Kline, Scott	Wyche, Paul	RE: Draft Re-Audit Release [comments on a PHJW draft]
795	ACP/AWP	E-mail and Attachment	09/19/2002	Orme, Kipp	Schrum, Roger; Jacobsen, Eric; Wyche, Paul	Kline, Scott	RE: Revised Re-Audit Release [comments on a PHJW draft]
796	ACP/AWP	E-mail and Attachments	09/19/2002	Orme, Kipp	Smook, Karen		FW: Form 10-Q/A for March 31, 2002 [Jon Tyras email]
797	ACP/AWP	E-mail and Attachments	09/19/2002	Orme, Kipp	Smook, Karen		FW: NOR December 31, 2001 Form 10-K/A [PHJW version of attachments]
798	ACP	E-mail	09/20/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt; Arends, Craig	Tyras, Jonathan C.; Jacobsen, Eric	RE: NOR re-audit Form 8-K Item 5
799	ACP	E-mail and Attachments	09/20/2002	Orme, Kipp	Gjoraa, Travis		FW: updated Northwestern financials [partially redacted]
800	ACP	E-mail and Attachment	09/20/2002	Orme, Kipp	Schrum, Roger; Kline, Scott	Whitesel, Kurt	RE: Noon Draft [draft sent to PHJW]
801	ACP/AWP	E-mail and Attachment	06/21/2001	Cotter, Jeffrey Waltz, Mark Spector, Rachel	Thielbar, Bart		Draft Term Sheet for Dolphin Group and NECS
802	ACP	E-mail	06/22/2001	Cotter, Jeffrey	Carlsen, Chris; Assam, Fred	Thielbar, Bart; Waltz, Mark; Spector, Rachel	Draft Term Sheet for Dolphin Group and NECS



Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
803	ACP	E-mail and Attachments	09/04/2002	Whitesel, Kurt	Rausch, Dan		FW: Letter from D&T on audit adjustments with e-mail reflecting comments from michael_kelish@kirkland.com
804	ACP	Attachment	08/30/2002				Draft form 8-K for Cornerstone Propane
805	ACP/AWP	Attachment	09/19/2002	Pschtrum			Draft press release about reaudit of Northwestern's financials
806	ACP/AWP	Attachment	09/19/2002	Pschtrum			Draft press release about D&T's reaudit of Northwestern's financials
807	ACP	E-mail	09/28/2002	Orme, Kipp	Smith, Bruce; Drock, Gary; Hyland, Richard; Johnson, Jerry; Ness, Larry; Marie, Lewis; Nowell, Lionel; Seymann, Marilyn; Darcy, Randy	Burns, Suzanne; Bassett, Debbie; Dewey, Irene; Dutcher, Diane; Felner, Irene; Richter, Peg; Fornash, Barbara; Jacobsen, Eric	Equity Offering
808	ACP	E-mail and Attachments	10/18/2002	Tribble, Kimberly (Kim) S.	Jacobsen, Eric; Orme, Kipp; Walsh, Richard; Dietrich, Alan; Marion, Mike; Header, Donna; Young, Michael; Thompson, Mark; Neilman, Michael; Whitesel, Kurt; Nollander, Jan; VanCamp, John; Kovash, Keith; Ruffalo, Steve; Thompson, L. Dye, Mary	Irving, Euclid; Knapp, Tom; Voytek, Michael	Northwestern Going Flat Time and Responsibility Checklist Draft
809	ACP	E-mail	11/23/2002	Jacobsen, Eric	Whitesel, Kurt; Dietrich Alan	VanCamp, John; Orme, Kipp	Discussion of draft Equity Incentive Presentation
810	ACP	E-mail	01/29/2003	Whitesel, Kurt	D Souza, Roisdon		Draft MFC Valuation Report
811	ACP	E-Mail	11/09/2002	Voytek, Michael	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom	Irving, Euclid; McGarrick, James	FW: Northwestern Corporation--Opinion of Counsel and Draft Officers Certificate
812	ACP	E-mail	11/11/2002	Levin, Janice	rkaskar@cravath.com	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Baiyeat, Douglas	NW: GMI Legal Opinion and Officer's Certificate
813	ACP	E-mail	11/11/2002	Voytek, Michael	rkaskar@cravath.com	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Baiyeat, Douglas	RE: GMI Legal Opinion and Officer's Certificate
814	ACP	E-mail	11/11/2002	rkaskar@cravath.com	Levin, Janice	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Baiyeat, Douglas	RE: GMI Legal Opinion and Officer's Certificate
815	ACP	E-mail	11/06/2002	Voytek, Michael	Coddon, Eve	Snoweller, Patricia; Knapp, Tom; Irving, Euclid; Baiyeat, Douglas	Northwestern Com/Montana Restructuring
816	ACP	E-mail	11/27/2002	Sachs, Orni	Ng, Emille	Orme, Kipp; Knapp, Tom; Irving, Euclid; Voytek, Michael	Re: Northwestern Restructures subsidiary NWE LLC
817	ACP	E-Mail	11/09/2002	Tribble, Kimberly	rkaskar@cravath.com	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael	RE: GMI Legal Opinion and Officer's Certificate

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
818 ACP/AWP		E-Mail and Attachments	10/14/2003	Cane, David	Krapp, Tom	Kline, Scott	Draft going flat documents
819 ACP/AWP		Attachment			repedersen@bryancave.com; mlewicki@bankofny.com; Hanson, Michael, Marlon, Michael; Dietrich, Alan; Krapp, Tom; Irving, Euclid; Voytek, Michael; McCarrick, James		Draft QJIPS guarantee
820 ACP/AWP		E-Mail and Attachments	11/07/2002	Sachs, Orni	vanEgmond, Lee	Sachs, Orni; Krapp, Tom; Irving, Euclid; Voytek, Michael	Assignment of 1st Mortgage Draft Documents
821 ACP		E-Mail	10/25/2002	McCarrick, James	Krapp, Tom	Voytek, Michael	Consolidation of Northwestern Energy into NOR General Mortgage Indenture and Deed of Trust for Asset Transfer
822 ACP/AWP		E-Mail and Attachment	10/17/2002	Tribble, Kim	Krapp, Tom	Voytek, Michael	Draft Governance Committee resolution
823 ACP		Email	11/26/2002	Dietrich, Alan	thomaspollack@pauliastings.com	Jacobson-Eric	Draft NOR Board & Committee Minutes
824 ACP		Email	11/18/2002	Dietrich, Alan	Lewis, Marie; thomaspollack@pauliastings.com		Nov/02 NOR Board Draft minutes
825 ACP		Attachment	11/18/2002				Nov/02 Governance Committee Draft minutes
826 ACP		Attachment	11/18/2002				Nov/02 Audit Committee Draft minutes
827 ACP		Attachment	11/08/2002				
828 ACP		Email	10/28/2002	Irving-Euclid A.	Dietrich, Alan	Patrizia-Charles; Krapp, Tom; Voytek, Michael	RE: Suggested language for Going Flat Resolution
829 ACP		Email	10/28/2002	Tribble, Kimberly	Krapp, Tom	Irving-Euclid A.; Voytek, Michael	Discussion of legal checklist of going flat issues
830 ACP		Attachment	10/28/2002				Checklist of Flat Structure Issues(v6).DOC
831 ACP		Email	10/25/2002	Dietrich, Alan	Patrizia-Charles		Draft Going Flat Resolution
832 ACP		Email	07/26/2002	Tribble, Kimberly	Dietrich, Alan	Irving-Euclid A.; Patrizia-Charles; Jacobson-Eric	Discussion of draft resolutions in connection with the going flat transaction
833 ACP		Attachment	08/26/2002				Written Consent of Sole Member and Manager (Northwestern Energy)(v2).DOC
834 ACP		Attachment	07/26/2002				Resolutions Re MPC Restructuring(v2).DOC
835 ACP		Email	08/21/2002	Dietrich, Alan	Whitless, Kurt		FW: Legal discussion on structure of subsidiary corporations
836 ACP		Email	08/21/2002	Lewis, Marie	Dietrich, Alan		Re: Legal discussion on structure of subsidiary corporations
837 ACP		Email	08/21/2002	Dietrich, Alan	Lewis, Marie		Re: Legal discussion on structure of subsidiary corporations
838 ACP		Email	08/10/2001	Dietrich, Alan		Anderson, Bachman, Susan; Jacobson-Eric; Hanson, Mike (CEO); Leyendecker-Rodney	FW: Draft NOR MPC Application
839 ACP		Attachment	08/07/2001		Lopach, Dennis		Draft letter to David Hoffman (MPC)
840 ACP		Attachment	08/07/2001				DRAFT PROCEDURAL SCHEDULE doc
841 ACP		Email	01/04/2001	Dietrich, Alan	Jacobson-Eric; Hanson, Mike (CEO); Leyendecker-Rodney	capatizita@pijw.com; Anderson Bachman, Susan	MPC Filing